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8 Attorneys for Plaintiff
VISA U.S.A. INC

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

13 || VISA U.S.A. INC.,

14 Plaintiff,

15 || vs.

16 MARITZ INC., d/b/a MARITZ
LOYALTY MARKETING,

Defendant.

Case No. CV-07-5585 JSW

**DECLARATION OF RODERICK M.
THOMPSON IN SUPPORT OF VISA USA
INC.'S OPPOSITION TO DEFENDANT
MARITZ INC.'S ADMINISTRATIVE
REQUEST TO CONTINUE THE
HEARING DATE ON VISA U.S.A. INC.'S
MOTION TO COMPEL ARBITRATION;
AND *EX PARTE* APPLICATION FOR
DISCOVERY**

I, Roderick M. Thompson, declare as follows:

22 1. I am an attorney licensed to practice law in the State of California, and a partner
23 with the law firm of Farella Braun + Martel LLP, counsel for Plaintiff Visa U.S.A. Inc. (“Visa”)
24 in this action. I have first hand knowledge of the following facts; if called as a witness, I would
25 testify to the same.

26 2. Attached hereto as Exhibit A is a true and correct copy of an email exchange
27 between Robert Holtzapple and Ryan Hilbert dated December 7, 2007.

1 3. Attached hereto as Exhibit B is a true and correct copy of a letter from Roderick
 2 M. Thompson to Charles Weiss, dated January 14, 2008.

3 8. Attached hereto as Exhibit C is a true and correct copy of a letter (redacted for
 4 Confidentiality purposes) from Charles Weiss to Roderick M. Thompson dated January 14, 2008.

5 4. Attached hereto as Exhibit D is a true and correct copy of a letter from Elizabeth
 6 Buse to Kelvin Taylor dated April 20, 2007.

7 5. Attached hereto as Exhibit E is a true and correct copy of a letter from Elizabeth
 8 Buse to Kelvin Taylor dated June 5, 2007.

9 6. Attached hereto as Exhibit F is a true and correct copy of a letter from Roderick
 10 M. Thompson to Kelvin Taylor dated July 2, 2007.

11 7. Attached hereto as Exhibit G is a true and correct copy of the Letter Agreement,
 12 executed on July 10, 2007.

13 8. To the best of my knowledge, between the July 2 letter – which for the first time
 14 proposes arbitration – and the signing of the Letter Agreement on July 10th, the only contact
 15 between parties about arbitration or the Letter Agreement were between me, Visa's outside
 16 counsel, and Maritz's Associate General Counsel, Steve Gallant.

17 I declare under penalty of perjury under the laws of the State of California that the
 18 foregoing is true and correct.

19 Executed on January 16, 2008, at San Francisco, California.

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/s/ Roderick M. Thompson
 Roderick M. Thompson

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